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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|--------------------------------|
| ----- | X | |
| In re | : | |
| | : | Chapter 11 |
| SEARS HOLDINGS CORPORATION, et al., | : | |
| | : | Case No. 18-23538 (RDD) |
| | : | |
| Debtors.¹ | : | (Jointly Administered) |
| ----- | X | |

**NOTICE OF WITHDRAWAL OF CERTAIN ADDITIONAL
CONTRACTS FROM THE NOTICE OF ASSUMPTION AND
ASSIGNMENT OF ADDITIONAL CONTRACTS AND
DESIGNATABLE LEASES**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on April 2, 2019, Transform Holdco LLC (the “**Buyer**”), filed the *Notice of Assumption and Assignment of Additional Contracts and Designatable Leases* (ECF No. 3023) (the “**Assumption Notice**”),² notifying applicable counterparties that the Additional Contracts and Designatable Leases listed on Exhibit 1 to the Assumption Notice (the “**Additional Assigned Agreements Exhibit**”) have been designated by the Buyer for assumption and assignment.

PLEASE TAKE FURTHER NOTICE that the Additional Contracts listed on **Exhibit A** hereto (the “**Removed Contracts**”) are hereby removed from the Additional Assigned Agreements Exhibit.

PLEASE TAKE FURTHER NOTICE that, other than the removal of the Removed Contracts from the Additional Assigned Agreements Exhibit, the Assumption Notice remains otherwise unaffected.

PLEASE TAKE FURTHER NOTICE that the Buyer hereby withdraws the Assumption Notice as to the Removed Contracts without prejudice, and is not seeking to assume and assign the Removed Contracts at this time. The Buyer reserves all rights with respect to the Removed Contracts.

PLEASE TAKE FURTHER NOTICE that this notice will be provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), including service on the counterparty listed on Exhibit A. The Buyer submits that no other or further notice need be provided.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Assumption Notice.

Dated: April 10, 2019
New York, New York

/s/ **Luke A. Barefoot**

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Exhibit A

| Ref # | Contract ID | ECF No. (Cure objection asserted by counterparty) | Debtor | Counterparty | Contract Title | Contract No. | Contract Executed Date | Contract Expiration Date | Debtors' Asserted Cure Amount | Counterparty's Asserted Cure Amount | Disputed Cure Amount (Counterparty Cure Amount LESS Debtor Cure Amount) |
|-------|-------------|---|---------------------------------------|---------------------------|---|--------------|------------------------|--------------------------|-------------------------------|-------------------------------------|---|
| 457 | 101027 | N/A | SEARS HOLDINGS MANAGEMENT CORPORATION | INTERNATIONAL CENTURYLINK | International Centurylink IQ Networking/Internet Port Final Quote Century Total Advantage Agreement | - | N/A | N/A | \$ - | \$ - | \$ - |
| 458 | 101028 | N/A | SEARS HOLDINGS CORP | INTERNATIONAL CENTURYLINK | International Centurylink IQ Networking/Internet Port Final Quote Century Total Advantage Agreement | - | N/A | N/A | \$ - | \$ - | \$ - |